



DONELAN CLEARY  
WOOD & MASER, P.C.

RECORDATION NO. 22357 FILED

AUG 26 '99

11-10AM

August 26, 1999

New Recordation No.

Dear Mr. Williams:

On behalf of Helm-Pacific Leasing I submit for filing and recording under 49 U.S.C. § 11301(a) and the regulations applicable thereunder, executed counterparts of a primary document, not previously recorded, entitled Memorandum of Schedule to the Master Lease Agreement ("Lease") made as of August 2, 1999.

The parties to the Lease are:

Helm-Pacific Leasing, - LESSOR  
Suite 3500  
One Embarcadero Center  
San Francisco, CA 94111

TFM, S.A. de C.V. - LESSEE  
Ave. Periferico Sur No. 4829, 4 Piso  
Col. Parques del Pedregal  
C. P. 14010  
Delegacion Tlalpan  
Mexico, Distrito Federal

The said Lease, among other things, covers the leasing by the Lessor to the Lessee the equipment covered in Annex A to the Lease, attached hereto.

The equipment covered by the instant Lease is as identified in Annex A, namely, 712 bi-level autoracks, TNM 6000-6711.

A short summary of the Lease to appear in the Surface Transportation Board Index is as follows:

"Covers 712 bi-level autoracks, TNM 6000-6711, as listed in Annex A."

Enclosed is a check in the amount of twenty-six dollars in payment of the filing fee.

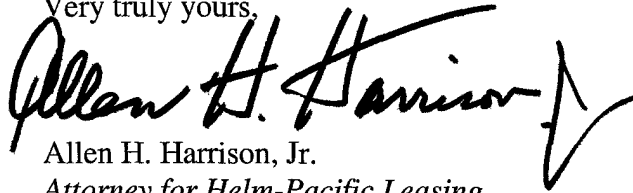
ATTORNEYS AND COUNSELORS AT LAW

1100 New York Avenue, N.W., Suite 750, Washington, D.C. 20005-3934, Tel: 202-371-9500, Fax: 202-371-0900

*Counterparts to a. H. Hansen &*

Once the filing has been made, please return to bearer the stamped counterpart(s) of the document not required for filing purposes, together with the letter/fee receipt from the Surface Transportation Board acknowledging the filing, and the two extra copies of this letter of transmittal.

Very truly yours,

A handwritten signature in black ink, reading "Allen H. Harrison, Jr.", with a stylized flourish at the end.

Allen H. Harrison, Jr.  
*Attorney for Helm-Pacific Leasing,  
for the purpose of this filing.*

Honorable Vernon A. Williams  
Secretary  
Surface Transportation Board  
Washington, DC 20423

Enclosures

BY HAND

8308-020

**ANNEX A**

**To the Memorandum of Schedule to the Master Lease Agreement dated as of March 24, 1998, between Helm-Pacific Leasing and TFM, S.A. de C.V.**

**THE UNITS**

**Unit Description:**

Seven Hundred Twelve (712), bi-level autoracks manufactured by Thrall in 1999 placed on flatcars bearing the TTGX mark.

**Reporting Mark & Numbers:**

TNM 6000 - 6711

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MEMORANDUM OF SCHEDULE  
TO THE  
MASTER LEASE AGREEMENT


THIS MEMORANDUM OF SCHEDULE TO THE MASTER LEASE AGREEMENT ("Memorandum") is dated as of August 2, 1999, and is intended to evidence Schedule No. 3 dated as of August 2, 1999 ("Schedule No. 3"), to that certain Master Lease Agreement dated as of March 24, 1998 ("Master Lease") between HELM-PACIFIC LEASING, a Nebraska general partnership ("Lessor"), and TFM, S.A. DE C.V., a Mexican corporation ("Lessee"), for the purpose of satisfying the requirements of recordation with the Surface Transportation Board of the U.S. Department of Transportation under Section 49 of U.S.C. 11301. Lessor has the right to lease the rail equipment more fully described in Annex A hereto ("Unit(s)"). Lessee leases from Lessor each Unit at the rentals and upon the terms and conditions provided in the Master Lease and Schedule No. 3.

The Master Lease and the Units cannot be assigned, subleased or in any way encumbered without the prior written consent of Lessor. Lessee has granted a security interest unto Lessor in and to any and all Payments, as such term is defined in the Master Lease, including, without limitation, any and all Rent and other Payments pursuant to any sublease of the Units. In the Event of Default, as such term is defined in the Master Lease, Lessee assigns any and all subleases to Lessor.


IN WITNESS WHEREOF, the Lessor has caused this Memorandum to be executed by its duly authorized representative as of the day and year first above written.

**HELM-PACIFIC LEASING**

By: Helm Pacific Corporation,  
a General Partner

By:   
Print Name: David R. Eckles  
Title: President

By: Union Pacific Venture Leasing, Incorporated,  
a General Partner

By:   
Print Name: Eric L. Butler  
Title: President

ANNEX A

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THE UNITS

Unit Description:

Seven Hundred Twelve (712), bi-level autoracks manufactured by Thrall in 1999 placed on flatcars bearing the TTGX mark.

Reporting Mark & Numbers:

TNM 6000 - 6711

STATE OF CALIFORNIA       )  
                                  ) S.S.  
COUNTY OF SAN FRANCISCO )

On August 20, 1999, before me, Matthew M. Ogburn, personally appeared David R. Eckles, President of **HELM PACIFIC CORPORATION**,

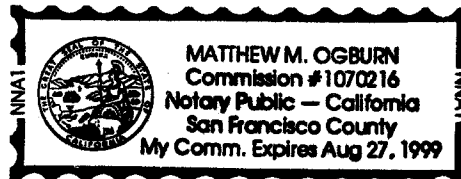
✓ personally known to me -OR-

— proved to me on the basis of satisfactory evidence to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

Witness my hand and official seal.

Matthew M. Ogburn  
SIGNATURE OF THE NOTARY

(Notarial Seal)



STATE OF NEBRASKA       )  
                                  ) S.S.  
COUNTY OF DOUGLAS     )

On August 24, 1999, before me, Sheryl L. Alvey, personally appeared Eric L. Butler, President of **UNION PACIFIC VENTURE LEASING, INCORPORATED**,

✓ personally known to me -OR-

— proved to me on the basis of satisfactory evidence to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

Witness my hand and official seal.

Sheryl L. Alvey  
SIGNATURE OF THE NOTARY

[Notarial Seal]

